



BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

REC'D TN
REGULATORY AUTH.

01 DEC 11 PM 1 27

December 10, 2001

OFFICE OF THE
EXECUTIVE SECRETARY

Guy M. Hicks
General Counsel

615 214 6301
Fax 615 214 7406

VIA HAND DELIVERY

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: *Approval of the Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and Annox, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. ~~01-01027~~ **01-01103**

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Annox, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Resale Agreement. The Amendment extends the term of the Agreement to three (3) years.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Dominick Marchitto, President, Annox, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and Annox, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. ~~01-01027~~ 01-01103

**PETITION FOR APPROVAL OF AMENDMENT TO
THE RESALE AGREEMENT NEGOTIATED BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND ANNOX, INC. PURSUANT TO THE
TELECOMMUNICATIONS ACT OF 1996**

COME NOW, Annox, Inc. ("Annox") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Resale Agreement dated October 4, 2001 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Annox and BellSouth state the following:

1. Annox and BellSouth have successfully negotiated an agreement providing for the resale of BellSouth's telecommunications services to Annox. The Resale Agreement was filed with the Tennessee Regulatory Authority ("TRA") for approval on November 29, 2001.
2. The parties have recently negotiated an amendment to the Resale Agreement which extends the Term of the Agreement to three (3) years. A copy of the Amendment is attached hereto and incorporated herein by reference.
3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Annox and BellSouth are submitting their Amendment to the TRA for its consideration and approval.
4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between Annox and BellSouth within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the

agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Annox and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Annox and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 10th day of Dec., 2001.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

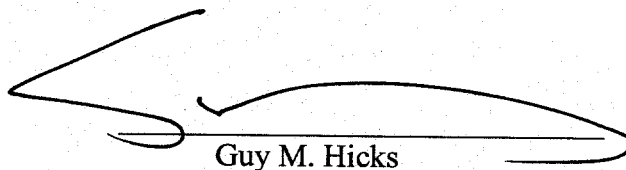
By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Resale Agreement on the following via United States Mail on the 1st day of Dec, 2001:

Dominick Marchitto
President
Annox, Inc.
6509 Highway 41-A
Pleasant View, Tennessee 37140



Guy M. Hicks

**AMENDMENT
TO THE
AGREEMENT BETWEEN
Annox, Inc.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED October 4, 2001**

Pursuant to this Amendment, (the "Amendment"), Annox, Inc. ("Annox"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated October 4, 2001 ("Agreement").

WHEREAS, BellSouth and Annox, Inc. entered into the Agreement on October 4, 2001 and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. Term of the Agreement, Section 2.1 is hereby amended to three (3) years.
2. All of the other provisions of the Agreement, dated October 4, 2001, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

ANNOX, INC.

By: 

Name: Dominick Marchitto

Title: President

Date: 10/26/01

BellSouth Telecommunications, Inc.

By: 

Name: G. R. Follensbee

Title: Senior Director

Date: 10/26/01